

LOWER PAXTON TOWNSHIP
PLANNING COMMISSION
BUSINESS IMPROVEMENT DISTRICT
WORKSHOP MEETING

November 15, 2010

COMMISSIONERS PRESENT

Fredrick Lighty
Roy Newsome
Douglas Grove
Ernie Gingrich
Dennis Guise
Richard Beverly
Robin Lindsey

ALSO PRESENT

Watson Fisher, SWAN Representative
Dianne Moran, Planning & Zoning Officer

CALL TO ORDER

Mr. Lighty called the workshop meeting of the Lower Paxton Township Planning Commission to order at 5:43 pm, on Monday, November 15, 2010 in Room 174 of the Lower Paxton Township Municipal Center, 425 Prince Street, Harrisburg, Pennsylvania.

PLEDGE OF ALLEGIANCE TO THE FLAG

Mr. Lighty led the recitation of the Pledge.

COLONIAL CORRIDOR IMPROVEMENT DISTRICT

Preliminary Plan Bylaws

Regarding section 7.06, Mr. Newsome stated he was not sure about the district making loans. Mr. Guise suggested there might be circumstances where it might be desirable for this body to make a loan, such as loaning something to the Township for use. Mr. Newsome asked if approval is by a vote of the board. Mr. Guise stated yes. Mr. Newsome asked if they can seek a loan. Mr. Guise answered yes. Mr. Grove noted that "loans" imply monetary loans, not equipment. Mr. Guise suggested leaving 7.08 open until Supervisor Blain gets his comments to Mr. Lighty.

Mr. Guise stated that section 7.05 should say "...however, the corporation may reimburse officers and directors reasonable amount for travel and other expenses incurred as part of their duties, but shall not compensate..." Other members agreed.

Mr. Guise noted that March 1st should be April 1st. Mr. Grove stated it is normal corporate practice to get the annual report out the first quarter after the end of the fiscal year.

Mr. Lighty stated that the corporation is not the improvement district. The corporation is the manager of the improvement district. That is different than incorporating this as the improvement district. Mr. Guise thought it was one in the same.

Mr. Lighty stated he thought the section on purposes was well done. He noted that it reads "...designated and incorporated by Lower Paxton Township..." and asked if that is correct. Mr. Guise stated it is not incorporated by the Township. He read from the statute that the district is created by ordinance, which the Township will do.

Mr. Lighty suggested section 2.01 say "...in the district or adjacent to it", and asked how to define adjacent. Mr. Guise stated it is deliberately vague, and suggested it simply say "within the Township". Mr. Newsome stated it doesn't have to list "in the district" it can just say in the Township. Mr. Lighty asked if it should list the district first, as a first choice, then include in the Township. Mr. Newsome stated that might be too detailed for the bylaws, and could be left up to the board. Mr. Lighty also suggested omitting the Prince Street address, so if the location changes, the bylaws do not have to be changed more than necessary.

Regarding section 3.08, Mr. Newsome stated the point is to have the board meet at least six times a year, as a minimum. Pinpointing the dates could be set by the board as long as they meet the bylaws. Mr. Guise explained he included the dates as it was done in the model bylaws, to provide for the official notice for meeting dates.

Mr. Grove asked if there is a meeting of the general membership. Mr. Guise stated it is not covered in the statute or in the sample bylaws. Ms. Lindsey stated they can attend any meeting since they would be open meetings. Mr. Grove asked if they were governed by the sunshine law. Mr. Guise didn't think so. He noted it could be written that at least one of the regular meetings be designated as an annual membership meeting. Mr. Newsome would like that written in. Mr. Lighty stated there could be logistical issues if the location can or cannot hold the anticipated number of people. Mr. Newsome stated he thought a general membership organization should have an annual meeting of all members. He noted it will enhance participation, and gives an opportunity to present an annual report. Commissioners agreed on the May meeting, so the annual report will be available.

Mr. Lighty noted the annual report will be useful, especially for an organization which will automatically sunset. The executive director will have a vested interest in putting together a good annual report.

Ms. Lindsey asked if anyone who attended the two stakeholder meetings has contacted the Township to inquire on the status of the district. Ms. Moran answered not that she was aware of. Mr. Lighty stated the next step will be to contact them again, assuming the Board of Supervisors likes the preliminary plan.

Mr. Guise stated it would make sense to include notice of the annual membership meeting in the bill, which would probably go out in January of each year.

Mr. Lighty asked about the two board members appointed by the Township. Mr. Guise stated the Township Board of Supervisors will appoint one person from the Planning Commission and one other, as is the desire of the Board of Supervisors.

Mr. Newsome asked if there is any action the board of directors might take that should require a greater majority to pass. Mr. Lighty noted that sometimes a certain amount of expenditure may require approval by the board. Mr. Guise noted that a majority vote is needed to amend the bylaws.

Mr. Newsome stated an absolute majority could be applied to monetary decisions, which would require four votes, regardless of the quorum. Mr. Guise stated that a dollar limit could be imposed on the executive director, but he noted it should not be too restrictive. Mr. Grove agreed it should not be so restrictive that it would require a special meeting to pay certain bills. Mr. Newsome asked if granting a loan is considered an expenditure. Mr. Grove stated it would. Mr. Guise stated that the Board of Supervisors has to be comfortable with the situation.

Mr. Grove asked if the corporation is permitted to borrow against future income. Mr. Lighty stated that incurring indebtedness is covered in another part of the bylaws.

Mr. Guise stated that they should be authorized to apply for and accept grants. This may need to be included in the operational duties section.

Mr. Newsome stated he thought the threshold for a vote on an expenditure should be more than \$10,000, possibly \$15-\$20,000 for a single expenditure. Mr. Lighty stated the amount of leeway should be considered, so problems do not arise. Mr. Guise stated that it could say ...subject to additional limitations as the board may direct with respect to expenditures by the executive director or staff.

In section 7.04, Mr. Gingrich suggested "...by the public" be added.

Mr. Lighty questioned the statement that the officers need not be members of the board. Mr. Guise stated that was copied from the models, but he agreed it was appropriate. He explained that the board could appoint a treasurer who was not a member of the board, they would not have a vote. He added that he has seen it done in other non-profit corporations. Mr. Lighty agreed with the idea for all the offices except president and vice president. Mr. Newsome asked for clarification. Mr. Guise stated the secretary and the treasurer could be appointed by the board even if not members of the board. They would be officers who perform their duties, but have no vote. He noted it is not uncommon. Mr. Lighty stated he does not have a problem with that for offices that are support in nature, but he would not be in favor of the procedural offices being that way.

Mr. Lighty suggested a section for the executive director, laying out the duties and powers. He is going to be the person running the show. He suggested that the president of the board be the immediate supervisor of the executive director. The executive director could go to the president if he had a big issue before convening the board for a vote on an expenditure. Mr. Guise noted that it

should say that the executive director shall serve at the pleasure of the board, but also note that the president is the day to day supervisor.

Ms. Lindsey asked about the next step. Mr. Lighty stated the preliminary plan will have to be assembled. It can then go to the Board of Supervisors for their review. After the Board authorizes it to move forward, the steps outlined in the statute will be followed.

Mr. Newsome asked how votes will be received. Mr. Lighty stated that 40% of the property owners have to register a negative vote. It can be done in writing to the Township Clerk. If 40% do not vote no, the Township will have to enact an ordinance establishing the district.

Mr. Newsome made a motion to approve the bylaws with the adjustments discussed. Mr. Lighty noted a motion is not needed, but the bylaws will be incorporated into the preliminary plan and the plan will be reviewed by the Planning Commission.

PUBLIC COMMENT

Watson Fisher, SWAN, suggested a logo for the district.

ADJOURNMENT

Being no further business, the meeting adjourned at 6:42 pm.

Respectfully Submitted,

Michelle Hiner
Recording Secretary